

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

May 9, 2005

IN RE:

PETITION FOR APPROVAL OF THE AMENDMENT  
TO THE INTERCONNECTION AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND MEMPHIS NETWORKX, LLC

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)  
) DOCKET NO.  
) 05-00036  
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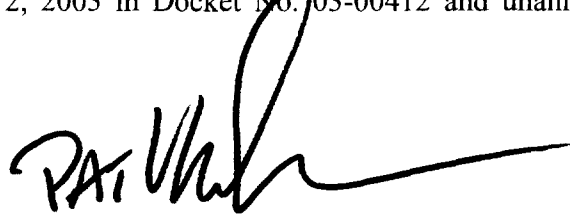
ORDER APPROVING  
SECOND AMENDMENT TO THE INTERCONNECTION AGREEMENT

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This matter came before Chairman Pat Miller, Director Deborah Taylor Tate and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on April 4, 2005 to consider the Petition for approval of the second amendment to the interconnection agreement negotiated between BellSouth Telecommunications, Inc. and Memphis Networkx, LLC filed on January 24, 2005.<sup>1</sup>

Based upon a review of the amendment, the record in this matter, and the standards for review set forth in 47 U.S.C. § 252, the Directors made findings consistent with those in the *Order Approving Interconnection Agreement* issued on September 2, 2003 in Docket No. 03-00412 and unanimously granted the Petition.

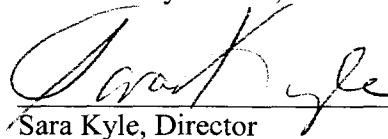
IT IS SO ORDERED.



Pat Miller, Chairman



Deborah Taylor Tate, Director



Sara Kyle, Director

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<sup>1</sup> The original interconnection agreement was filed and approved in Docket No. 03-00412. A subsequent amendment was filed and approved in Docket No. 04-00221.